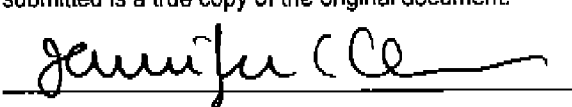


DRINKER BIDDLE & REATH LLP

1500 K Street, N.W., Suite 1100

Washington, D.C. 20005-1209

(202) 842-8800

1. NAME OF CONVEYING PARTY: Hi-Lex (DE) Corporation A Delaware corporation	2. NAME AND ADDRESS OF RECEIVING PARTY: Hi-Lex LLC A Delaware limited liability company Having a principal address at: 33 Macintosh Boulevard Concord, Ontario Canada L4K 4L5
3. NATURE OF CONVEYANCE: <input type="checkbox"/> Assignment <input type="checkbox"/> Merger and Change of Name <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Release of Security Interest <input checked="" type="checkbox"/> Other: Conversion of a corporation to a limited liability company. 3A. EXECUTION DATE: July 27, 2004 3B. EFFECTIVE DATE: July 31, 2004	2A. ASSIGNEE A FOREIGN ENTITY: No 2B. DOMESTIC REPRESENTATIVE DESIGNATED: N/A
4A. TRADEMARK APPLICATION NOS.: Additional numbers attached? NO	4B. TRADEMARK REGISTRATION NO(S).: Reg. No. 787,710 - PETAL Additional numbers attached? 6
Jennifer L. Dean, Esq. Drinker Biddle & Reath LLP 1500 K Street, N.W., Suite 1100 Washington, D.C. 20005-1209	
6. TOTAL NUMBER OF TITLES: 7 7. TOTAL FEE: \$190.00 8. CHARGE FEES TO: DEPOSIT ACCOUNT NO. 50-0573 Our Ref: 33152.302	9. The undersigned declares to the best of her knowledge and belief that the information on this cover sheet is true and correct and any copy submitted is a true copy of the original document.  Jennifer L. Dean Date: May 9, 2005 Page 1 of 4

FILED BY FACSIMILE: 703-306-5995**May 9, 2005**


SCHEDULE A

<u>Reg. No.</u>	<u>Mark</u>
787,710	PETAL
811,183	DAY-BRITE
923,402	HI-LEX BLEACH & Design
927,090	HI-LEX
1,263,346	6-40
1,905,213	ARCTIC GUARD
2,427,324	PETALS

FROM CT WILMINGTON - 302_655_4236 GROUP 6 (THU) 7. 29' 04 19:19/ST. 19:11/NO. 4260103423 P 5

State of Delaware
Secretary of State
Division of Corporations
Delivered 07:15 PM 07/29/2004
FILED 07:15 PM 07/29/2004
SRV 040557720 - 3820696 FILE

**CERTIFICATE OF CONVERSION
FROM A CORPORATION TO A LIMITED LIABILITY COMPANY
PURSUANT TO SECTION 266 OF THE DELAWARE GENERAL
CORPORATION LAW**

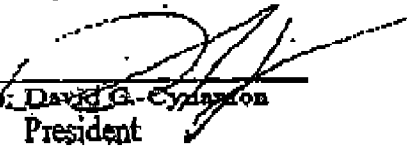
1. The name of the corporation is HI-LEX (DE) Corporation.
2. The date on which the original Certificate of Incorporation was filed with the Secretary of State is June 24, 2004.
3. The name of the limited liability company into which the corporation is herein being converted is HI-LEX LLC.
4. The conversion has been approved in accordance with the provisions of Section 266 of the Delaware General Corporation Law.
5. The conversion shall be effective at 11:58 p.m. Eastern standard time on July 31, 2004.

[Signature Page to Follow]


FROM CT WILMINGTON - 302_655_4236 GROUP 6 (THU) 7.29'04 19:19/ST. 19:11/NO. 4260103423 P 6

EXECUTED as of the 27th day of July, 2004.

HI-LEX (DE) CORPORATION

By: 
Name: David G. Cydemon
Title: President

HI-LEX LLC

By: 
Name: David G. Cydemon
Title: Authorized Person

LWC-1952436